



Ref: EIL/SECRETARIAL/2018-19/1140

28th September, 2018

The General Manager

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary

The National Stock Exchange of
India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

The Secretary

The Calcutta Stock Exchange
Limited
7, Lyons Range
Kolkata-700 001

Dear Sir,

Sub: Declaration of Voting Results of 10th Annual General Meeting held on 27th September, 2018

With reference to the above captioned subject and further to our letter dated 27th September, 2018, we wish to inform that, at the 10th Annual General Meeting (“AGM”) of the Company held on 27th September, 2018 at 777, Anandapur, E. M. Bypass, Kolkata – 700107, all the resolutions from Agenda Item No.1 to 10 of the Notice dated 8th August, 2018 were passed with requisite majority.

In this regard, please find enclosed the following:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – 1**.
- (2) Report of Scrutinizer dated 28th September, 2018, pursuant of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.

Please also note the consolidated report of the remote e-voting and poll will also be put on the Company’s website.

This is for your information and record.

Thanking you.

Yours truly,

For Emami Infrastructure Limited

Payel Jain
Company Secretary
(ACS: 22418)



Encl: as above

ANNEXURE- 1

EMAMI INFRASTRUCTURE LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	27-Sep-18
Total Number of Shareholders on record date	35024
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	41
Public	95
Total	136
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	



Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the				Ordinary No				
Description of resolution considered				Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31-03-2018 and the reports of the Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if any)							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if any)							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182909	691	99.6236	0.3764
	Postal Ballot (if any)		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199501	691	99.6548	0.3452
Total		27938889	14307909	51.2114	14307218	691	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	



Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Ordinary No Appointment of a Director in place of Mr. Basant Kumar Parakh				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if any)							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if any)							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182827	773	99.5790	0.4210
	Postal Ballot (if any)		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199419	773	99.6139	0.3861
Total		27938889	14307909	51.2114	14307136	773	99.9946	0.0054
Whether resolution is Pass or Not.							Yes	



Resolution (3)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Re-appointment of Mr. Hari Mohan Marda (DIN: 00855466) as an				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182826	774	99.5784	0.4216
	Postal Ballot (if		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199418	774	99.6134	0.3866
Total		27938889	14307909	51.2114	14307135	774	99.9946	0.0054
Whether resolution is Pass or Not.							Yes	



Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Re-appointment of Mr. Abhijit Datta (DIN: 00790029) as an				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182827	773	99.5790	0.4210
	Postal Ballot (if		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199419	773	99.6139	0.3861
Total		27938889	14307909	51.2114	14307136	773	99.9946	0.0054
Whether resolution is Pass or Not.							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Re-appointment of Mr. Ram Gobind Ganeriwala (DIN: 00863042)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182827	773	99.5790	0.4210
	Postal Ballot (if		16592	0.1203				
	Total	13793604	200192	1.4513	199419	773	99.6139	0.3861
Total		27938889	14307909	51.2114	14307136	773	99.9946	0.0054
Whether resolution is Pass or Not.							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Alteration in Object Clause in the Memorandum of Association of				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182894	706	99.6155	0.3845
	Postal Ballot (if		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199486	706	99.6473	0.3527
Total		27938889	14307909	51.2114	14307203	706	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	



Resolution (7)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Ordinary No Alteration in Authorised Share Capital and consequent				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if any)							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if any)							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182969	631	99.6563	0.3437
	Postal Ballot (if any)		16592	0.1203				
	Total	13793604	200192	1.4513	199561	631	99.6848	0.3152
Total		27938889	14307909	51.2114	14307278	631	99.9956	0.0044
Whether resolution is Pass or Not.							Yes	

Payel Jain



Resolution (8)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Change of Name of the Company and consequent alteration in				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if)							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if)							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182970	630	99.6569	0.3431
	Postal Ballot (if)		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199562	630	99.6853	0.3147
Total		27938889	14307909	51.2114	14307279	630	99.9956	0.0044
Whether resolution is Pass or Not.							Yes	



Resolution (9)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Ordinary Yes Approval to Related Party Transaction				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	14109150	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183600	1.3311	182794	806	99.5610	0.4390
	Postal Ballot (if		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200192	1.4513	199386	806	99.5974	0.4026
Total		27938889	200192	0.7165	199386	806	99.5974	0.4026
Whether resolution is Pass or Not.							Yes	



Resolution (10)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the Description of resolution considered				Special No Approval for issue/offer/invite for subscription to Secured /				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
	Postal Ballot (if any)							
	Total	14109150	14107717	99.9898	14107717	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	36135	0	0.0000	0	0	0	0
	Postal Ballot (if any)							
	Total	36135	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13793604	183559	1.3308	182827	732	99.6012	0.3988
	Postal Ballot (if any)		16592	0.1203	16592	0	100.0000	0.0000
	Total	13793604	200151	1.4510	199419	732	99.6343	0.3657
Total		27938889	14307868	51.2113	14307136	732	99.9949	0.0051
Whether resolution is Pass or Not.							Yes	





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman of the 10th (Tenth) Annual General Meeting ("AGM") of the Members of Emami Infrastructure Limited (CIN: L45400WB2008PLC121426), held on Thursday, 27th day of September, 2018 at 777, Anandapur, E. M. Bypass, Kolkata – 700 107, West Bengal at 10.30 A.M.

Dear Sir,

I, Bidisha Achari, Partner of M/s MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Infrastructure Limited** ("the Company") for the purpose of scrutinizing the process of voting through remote e-voting and voting by use of ballot forms at the 10th Annual General Meeting of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standard on General Meetings, in respect of the below mentioned resolutions proposed at the 10th Annual General Meeting of the Company held on Thursday, 27th day of September, 2018 at 777, Anandapur, E. M. Bypass, Kolkata – 700 107, West Bengal at 10.30 A.M, do hereby submit my report as follows:

- (a) The Notice dated 8th August, 2018 convening the 10th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all





material facts in respect of resolutions mentioned therein, was sent by 3rd September, 2018 to the members of the Company.

- (b) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "cut off date", i.e., 21st September, 2018 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 24th September, 2018 from 10.00 AM (IST) and ended on Wednesday, 26th September, 2018 at 5.00 PM (IST).
- (e) The members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting, as stated above.
- (f) After conclusion of voting at the 10th Annual General Meeting of the Company, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in the presence of Ms. Mudra Khetan and Ms. Sweta Singh, who acted as witnesses in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- (g) Thereafter, the details containing, inter alia, the list of members, who voted "FOR" or "AGAINST" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the remote e-voting website of CDSL, <https://www.evotingindia.com>, in respect of remote e-voting.





(h) 78 members have cast their votes through remote e-voting and 13 members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid.

(i) Pursuant to the Listing Regulations, the votes of 50 members, being related parties, have not been included in resolution number 9.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	Number of votes (shares) cast through remote e-voting (1)	Number of votes (shares) cast on poll at the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31/03/2018 and the reports of the Directors and Auditors thereon				
(1) Voted in favour of the resolution	14290626	16592	14307218	99.99517
(2)Voted against the resolution	691	0	691	0.00483
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-
Item No.2 as an Ordinary Resolution: Appointment of a Director in place of Mr. Basant Kumar Parakh (DIN: 00103176) who retires by rotation and being eligible, offers himself for reappointment				





(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2)Voted against the resolution	773	0	773	0.00540
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-

SPECIAL BUSINESS

Item No.3 as a Special Resolution: Re-appointment of Mr. Hari Mohan Marda (DIN: 00855466) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290543	16592	14307135	99.99459
(2)Voted against the resolution	774	0	774	0.00541
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-

Item No.4 as a Special Resolution: Re-appointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2)Voted against the resolution	773	0	773	0.00540
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-





Item No.5 as a Special Resolution: Re-appointment of Mr. Ram Gobind Ganeriwala (DIN: 00863042) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2)Voted against the resolution	773	0	773	0.00540
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-

Item No.6 as a Special Resolution: Alteration in Object Clause in the Memorandum of Association of the Company

(1) Voted in favour of the resolution	14290611	16592	14307203	99.99507
(2)Voted against the resolution	706	0	706	0.00493
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-

Item No.7 as an Ordinary Resolution: Alteration in Authorised Share Capital and subsequent amendment in the Clause V of the Memorandum of Association of the Company

(1) Voted in favour of the resolution	14290686	16592	14307278	99.99559
(2)Voted against the resolution	631	0	631	0.00441
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-





Item No.8 as a Special Resolution: Change of Name of the Company and consequent alteration in the Memorandum and Articles of Association

(1) Voted in favour of the resolution	14290687	16592	14307279	99.99560
(2)Voted against the resolution	630	0	630	0.00440
Total	14291317	16592	14307909	100
(3)Invalid Votes	0	0	0	-

Item No.9 as an Ordinary Resolution: Approval to Related Party Transaction

(1) Voted in favour of the resolution	182794	16592	199386	99.59738
(2)Voted against the resolution	806	0	806	0.40262
Total	183600	16592	200192	100
(3)Invalid Votes	0	0	0	-

Item No.10 as a Special Resolution: Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99488
(2)Voted against the resolution	732	0	732	0.00512
Total	14291276	16592	14307868	100
(3)Invalid Votes	0	0	0	-





Based on the aforesaid results, the resolution numbers 1 to 10 as contained in the Notice have been passed with requisite majority.

The physical ballot forms and remote e-voting register are under my safe custody and will be handed over to the Chairman or the Company Secretary of the Company for preserving safely after the Minutes of the meeting are signed.

Thanking You,
Yours Faithfully

Bidisha Achari
(Partner)

Date: 28th September, 2018
Place: Kolkata

MKB & Associates
Membership No.: 48482
COP No.: 18198
FRN: P2010WB04270